



St. Louis Southwestern Railway Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

October 6, 1987

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

RECORDATION NO. 7294

OCT 14 1987 -2 PM

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

7-287A030
OCT 14 1987
Date.....
Fee \$20.00
ICC Washington, D. C.

RE: I.C.C. Finance Docket No. 27527 --
St. Louis Southwestern Railway Company
Equipment Trust Agreement, Series C

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Eighth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of July 31, 1987, to Equipment Trust Agreement dated as of January 1, 1974, creating St. Louis Southwestern Railway Company Equipment Trust, Series C, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of January 1, 1974, recorded on January 7, 1974, at 2:05 PM, assigned Recordation No. 7294;

First Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 7294-A;

Second Supplement to Equipment Trust Agreement dated as of June 2, 1980, recorded on August 22, 1980, at 2:40 PM, assigned Recordation No. 7294-B;

Third Supplement to Equipment Trust Agreement dated as of August 1, 1982, recorded on August 11, 1982, at 10:50 AM, assigned Recordation No. 7294-C;

Fourth Supplement to Equipment Trust Agreement dated as of October 10, 1983, recorded on October 24, 1983, at 3:15 PM, assigned Recordation No. 7294-D;

OCT 14 2 25 PM '87
MOTOR OPERATING UNIT
ICC OFFICE OF
THE SECRETARY

a Southern Pacific subsidiary

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Fifth Supplement to Equipment Trust Agreement
dated as of June 1, 1984, recorded on
June 19, 1984, at 3:10 PM, assigned Recordation
No. 7294-E;

Sixth Supplement to Equipment Trust Agreement
dated as of July 22, 1985, recorded on
September 4, 1985, at 11:05 AM, assigned
Recordation No. 7294-F;

Seventh Supplement to Equipment Trust Agreement
dated as of May 30, 1986, recorded on June 24,
1986, at 10:15 PM (should be AM), assigned
Recordation No. 7294-G; and

Assignment and Transfer of Certain Road Equipment
dated as of May 30, 1986, recorded on June 24,
1986, at 10:15 PM (should be AM), assigned
Recordation No. 7294-H.

In connection with the recording of the Eighth Supplement and Assignment and Transfer, each dated as of July 31, 1987, to the Equipment Trust Agreement dated as of January 1, 1974, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.
30 South 30th Street
Philadelphia, Pennsylvania 19104

Name and Address of Guarantor - Lessee:

St. Louis Southwestern Railway Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment
Covered by the Eighth Supplement:

<u>Number of Units</u>	<u>Description</u>
11	70-ton Box Cars; Pullman, Inc. (Pullman Standard Division), builder; lettered SSW and numbered 84940 - 84947 and 84950 - 84952.

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<u>Number of Units</u>	<u>Description</u>
3	Hopper Cars; ACF Industries, Inc., builder; lettered SSW and numbered 74502, 74503 and 74505.

General Description of the Equipment Covered by the
Assignment and Transfer of Certain Road Equipment:

<u>Number of Units</u>	<u>Description</u>
7	70-ton Box Cars; PACCAR Inc. (Pacific Car and Foundry Company Division), builder; lettered SSW and numbered 23479, 23596, 23622, 23633, 23652, 23708, and 23738.
1	100-ton Box Car; PACCAR Inc. (Pacific Car and Foundry Company Division), builder; lettered SSW and numbered 23758.
2	70-ton Box Cars; FMC Corporation, builder; lettered SSW and numbered 67387 and 67731.
2	50-ton Caboose Cars; International Ramco, Inc. (International Car Company Division), builder; lettered SSW and numbered 84 and 92.

When the recording of the Eighth Supplement and
Assignment and Transfer have been completed, will you kindly
endorse, with the pertinent recording information, all
executed counterparts thereof and return four (4) each of
the same to the undersigned.

Very truly yours,


Lenona Young
Legal Assistant

Enclosures

cc: Mr. E. F. Grady
(Attn.: Mr. C. D. Tyler)

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

10/15/87

Lenona Young
Legal Assist.
St. Louis Southwestern Railway Company
Southern Pacific Building
One Market Plaza
San Francisco, Calif. 94105

Dear

Ms. Young

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/14/87 at 3:30pm, and assigned re-recording number(s).

7294-I & 7294-J

Sincerely yours,

Noreta R. McGehee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO.

Filed 142b

OCT 14 1987 -2 PM

INTERSTATE COMMERCE COMMISSION

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

EQUIPMENT TRUST

SERIES C

EIGHTH

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of July 31, 1987

FIRST PENNSYLVANIA BANK, N.A.

- TO -

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the thirty-first day of July, 1987, between First Pennsylvania Bank, N.A. (formerly The First Pennsylvania Banking and Trust Company), a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and St. Louis Southwestern Railway Company, a corporation duly organized and existing under the laws of the State of Missouri (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of January 1, 1974, there was constituted the St. Louis Southwestern Railway Company Equipment Trust, Series C (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to the Company; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value, determined as provided in the Equipment Trust, of the railroad equipment destroyed; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That First Pennsylvania Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of one dollar (\$1.00) to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of St. Louis Southwestern Railway Company Equipment Trust, Series C, the railroad equipment hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
11	70-ton Box Cars; Pullman, Inc. (Pullman Standard Division), builder; lettered SSW and numbered 84940 - 84947 and 84950 - 84952.
3	Hopper Cars; ACF Industries, Inc., builder; lettered SSW and numbered 74502, 74503 and 74505.

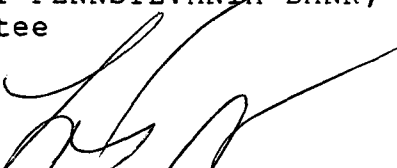
TO HAVE AND TO HOLD, as part of the Trust Equipment, subject to all of the terms and conditions of the Equipment Trust.

This Eighth Supplement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

FIRST PENNSYLVANIA BANK, N.A.,
Trustee

By



Assistant Vice President

Attest:


Assistant Secretary

ST. LOUIS SOUTHWESTERN
RAILWAY COMPANY

By



Treasurer

Attest:


Assistant Secretary

STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO

)
) ss.
)

On this 3rd day of August, 1987, before me personally appeared E. F. GRADY, to me personally known, who, being by me duly sworn, says that he is Treasurer of ST. LOUIS SOUTHWESTERN RAILWAY COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lenona M. J. Young
Notary Public

